

# Goodrich Law Firm, P.C.

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Southern Montana Electric Coop  
3521 Gabel Road #5  
Billings, MT 59102

Re: Chapter 11 Filing

Date	Description	Qty	Rate	Amount
	<b>Case Administration</b>			
4/1/14	Conf w/Energy West atty Erhman re continuance and claim. MHG	.4	\$300	\$120.00
4/1/14	Conf w/member attys re: plan issues. MHG	1.4	300	420.00
4/1/14	Emails w/Pres. Dover re: board meeting. MHG	.3	300	90.00
4/2/14	Conf w/co-counsel Freedlander re: revisions to Debtor Plan. MHG	.7	300	210.00
4/2/14	Conf w/Energy West atty Faure re: hearing issues. MHG	.5	300	150.00
4/2/14	Conf w/atty Dye for UCC re: resolution of encumbered cash issue for plan. MHG	.9	300	270.00
4/2/14	Conf w/atty Freedlander re: follow-up re unsecured debt treatment in plan. MHG	.5	300	150.00
4/2/14	Status conf w/Court on Adv Proc. 044. MHG	.3	300	90.00
4/2/14	Conf w/atty Alter re: Noteholders and plan issues. MHG	.5	300	150.00
4/2/14	Email to member counsel re: Plan and Disclosure Statement issues. MHG	.7	300	210.00

4/2/14	Conf w/Court re: status of Adv Proc 043. MHG	.3	300	90.00
4/3/14	Conf w/atty Alter for Noteholders re: atty fees. MHG	.4	300	120.00
4/3/14	Conf w/Mgr Sweeney re: admin matters. MHG	.3	300	90.00
4/3/14	Emails w/Noteholders' atty Alter re: fee payment of Noteholders under Term Sheet post May 1. MHG	.4	300	120.00
4/3/14	Conf w/Member atty re: changes to Draft Debtor Plan. MHG	.5	300	150.00
4/3/14	Prep Motion for telephonic conf. MHG	.6	300	180.00
4/4/14	Prep for and attend Debtor board meeting. MHG	2.8	300	840.00
4/4/14	Conf w/board member Boyd. MHG	.2	300	60.00
4/4/14	Review incoming pleadings. MHG	.3	300	90.00
4/7/14	Prep motion to continue motion to convert. MHG	.5	300	150.00
4/7/14	Emails w/counsel re: motion to convert. MHG	.3	300	90.00
4/7/14	Prep Stip to continue Energy West hearing on admin claim. MHG	.5	300	150.00
4/7/14	Emails w/counsel re: stipulation for Energy West continuance. MHG	.2	300	60.00
4/7/14	Review incoming pleadings. MHG	.4	300	120.00
4/7/14	Review debtor's disclosure statement for changes. MHG	2.2	300	660.00
4/8/14	Finalize and file stip re: continuance of Energy West admin claim. MHG	.3	300	90.00
4/8/14	Meeting w/Mgr Sweeney, accountant Boysun and power purchaser Dahlgren re: plan budget issues. MHG	1.8	300	540.00
4/8/14	Email to atty Alter of Noteholders re: legislative committee	.2	300	60.00

	inspection of HGS plant. MHG			
4/8/14	Review and respond to incoming emails. MHG	.5	300	150.00
4/9/14	Respond to board member Boyd questions re: plan and disclosure statement. MHG	.6	300	180.00
4/9/14	Conf w/atty Freedlander re: budgeting issues in plan. MHG	.8	300	240.00
4/9/14	Conf w/Mgr Sweeney re: board meeting issues and HGS plant. MHG	.9	300	270.00
4/9/14	Review Noteholders comments to plan. MHG	.9	300	270.00
4/9/14	Draft stip re: vacate motion for valuation and order. MHG	.4	300	120.00
4/9/14	Emails w/Noteholders atty re: stipulation. MHG	.3	300	90.00
4/9/14	Review issues re: docket #210. MHG	.5	300	150.00
4/10/14	Conf w/Mgr Sweeney and accountant Boysun re: budget forecasting. MHG	.9	300	270.00
4/10/14	Conf w/Court & parties re: status. MHG	.9	300	270.00
4/10/14	Conf w/atty Alter re: plan issues. MHG	.3	300	90.00
4/10/14	Conf w/atty Martin King for PPL re: possible resolution of claim. MHG	.8	300	240.00
4/10/14	Conf w/Mgr Sweeney and accountant Boysun re: update on budgeting (2nd conf). MHG	.8	300	240.00
4/10/14	Review revised budgets. MHG	.6	300	180.00
4/10/14	Conf w/atty Dye for UCC re: possible resolution. MHG	.3	300	90.00
4/10/14	Conf w/attys Alter and Freedlander re: plan issues and covenants of Note of Debtor. MHG	.6	300	180.00

4/10/14	Respond to questions re: disclosure statement from board member Boyd. MHG	1.3	300	390.00
4/10/14	Review and respond to incoming emails. MHG	.5	300	150.00
4/10/14	Review incoming pleadings. MHG	.3	300	90.00
4/11/14	Prep and attend board meeting. MHG	3.2	300	960.00
4/11/14	Conf w/counsel Freedlander re: board meeting. MHG	.4	300	120.00
4/11/14	Conf w/member counsel re: Plan. MHG	.8	300	240.00
4/14/14	Conf w/atty Paul for Fergus and Mid-Yellowstone re: plan treatment. MHG	.3	300	90.00
4/15/14	Revise cash collateral agreement for 5/1-6/30 time period. MHG	.4	300	120.00
4/15/14	Conf w/atty for FIB re: claim issue. MHG	.2	300	60.00
4/15/14	Conf w/Morgan Stanley re: power contracts going forward. MHG	1.1	300	330.00
4/15/14	Conf w/Mgr, accountant and power purchaser re: various admin issues. MHG	1.6	300	480.00
4/15/14	Conf w/atty Freedlander re: contract assumption. MHG	.4	300	120.00
4/16/14	Conf w/atty Crist for prospective HGS purchaser re: method for enquiry in purchase discussions. MHG	.4	300	120.00
4/16/14	Review and respond to emails w/Noteholders' atty. MHG	.3	300	90.00
4/16/14	Conf w/FIB atty Lamdin re: possible plan treatment. MHG	.4	300	120.00
4/16/14	Conf w/co-counsel Freedlander re; plan. MHG	.2	300	60.00
4/16/14	Conf w/Carrie Boysun accountant, atty Freedlander and S. Sweeney Mgr re: contracts for assumption. MHG	.5	300	150.00
4/16/14	Review and respond incoming plan related emails. MHG	.5	300	150.00

4/17/14	Conf w/PPL atty King re: resolution of claim. MHG	.4	300	120.00
4/17/14	Review revised budget from accountant. MHG	.4	300	120.00
4/17/14	Conf w/atty for SME re: removal from plan. MHG	.3	300	90.00
4/17/14	Additional budget draft review. MHG	.3	300	90.00
4/17/14	Conf w/accountant Boysun re: budget issues. MHG	.5	300	150.00
4/17/14	Email to co-counsel Freedlander re: plan payment issue. MHG	.3	300	90.00
4/18/14	Conf w/atty Freedlander re: plan status issues and FERE discussion. MHG	.4	300	120.00
4/21/14	Conf w/co-counsel Freedlander re: plan changes. MHG	.4	300	120.00
4/21/14	Email to member counsel re: plan. MHG	.2	300	60.00
4/21/14	Prep motion to expedite. MHG	1.6	300	480.00
4/21/14	Review plan and disclosure statement for filing. MHG	2.3	300	690.00
4/21/14	Conf w/accountant Boysun re: budget issues. MHG	.4	300	120.00
4/21/14	Review revised cash collateral agreement. MHG	.8	300	240.00
4/21/14	Review incoming emails re: budget and disclosure statement. MHG	.6	300	180.00
4/22/14	Conf call w/board. MHG	2.1	300	630.00
4/22/14	Prep COS for disclosure statement. MHG	.3	300	90.00
4/22/14	Prep Notice of disclosure statement. MHG	.3	300	90.00
4/22/14	Respond to emails. MHG	.8	300	240.00
4/22/14	Conf w/atty King re: claim. MHG	.4	300	120.00

4/23/14	Conf w/Noteholders' attys re: various status of matters. MHG	1.2	300	360.00
4/23/14	Prepare interim fee request. MHG	.5	300	150.00
4/23/14	Conf w/T. Dahlgren at Debtor re: PCS and cure issues. MHG	.4	300	120.00
4/23/14	Email to Noteholders atty re: PCS cure. MHG	.4	300	120.00
4/23/14	Conf w/atty Freedlander re: pending disclosure and plan issues. MHG	.7	300	210.00
4/23/14	Review latest revised budget projection. MHG	.4	300	120.00
4/24/14	Revise first interim fee request. MHG	.5	300	150.00
4/24/14	Email to co-counsel re: NW Energy. MHG	.2	300	60.00
4/24/14	Email atty for UCC re: conference. MHG	.1	300	30.00
4/25/14	Conf w/atty Richardson and Freedlander re: resolution of various NW Energy claims and deposit issues. MHG	.7	300	210.00
4/25/14	Conf w/atty Dye of UCC re: resolution. MHG	.5	300	150.00
4/28/14	Respond to atty Erhman NW Energy re: resolution of claim dispute. MHG	.3	300	90.00
4/28/14	Conf w/atty Dye for UCC re: possible resolution of claims payment. MHG	.5	300	150.00
4/28/14	Emails w/co-counsel Freedlander re: status. MHG	.4	300	120.00
4/28/14	Emails w/atty King re: resolution of PPL claim. MHG	.3	300	90.00
4/28/14	Review revised budgets projections. MHG	.8	300	240.00
4/28/14	Revise latest cash collateral stipulation. MHG	.4	300	120.00
4/28/14	Review all requested contracts for amendments. MHG	1.3	300	390.00

4/29/14	Email to atty Alter of Noteholders re: cash collateral. MHG	.3	300	90.00
4/29/14	Emails w/counsel re: disclosure statement issues. MHG	.7	300	210.00
4/30/14	Conf w/atty Patten re: contractor Lien issues. MHG	.6	300	180.00
4/30/14	Conf w/atty Gardner for member co-op re: status issues. MHG	.6	300	180.00
4/30/14	Revise cash collateral stipulation w/order. MHG	.3	300	90.00
4/11/14	Reviewed and responded to email re: Monthly Operating Report. MWS	.1	180	18.00
4/15/14	Reviewed, redacted and filed Monthly Operating Report. MWS	.5	180	90.00
	<b>Subtotal of Hours &amp; Fees</b>	<b>66.8</b>		<b>\$19968.00</b>
	<b>Costs</b>			
4/23/14	SME atty Call 2/24/14			43.42
4/21/14	Mailing of Disclosure Statement, Redlined Disclosure Statement and Plan to parties who did not receive by electronic mail through the Court filing.			33.50
4/22/14	Mailing of Notice of Disclosure Statement and Plan			85.53
4/22/14	Copying of Notice of Disclosure Statement and Plan (in-house 174 copies x 5 pages @ .08/page)			69.60
4/25/14	Mailing of Interim Fee App			243.6
4/25/14	Copying of Interim Fee app for mailing (in-house 174 copies x 10 @ .8/page)			139.20
	<b>Subtotal of Costs</b>			<b>614.85</b>
	<b>Total Costs &amp; Fees</b>			<b>\$20,582.85</b>

<u>Matter No.</u>	<u>Matter Description</u>	<u>MHG</u>	<u>MWS</u>	<u>F-S</u>
19-48-01	Case Administration	66.2	.6	0
	Less NO CHARGE	0.0	0.0	0
	TOTAL HOURS	66.2	.6	0
	TIMEKEEPER RATE	\$300	\$180	\$80
	TIMEKEEPER FEES	\$19,860.00	\$108.00	\$0.00
	<b>TOTAL FEES \$19,968.00</b>			

<u>Individual</u>	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Compensation</u>
Malcolm Goodrich	66.2	\$300	\$19,860.00
Maggie Stein	.6	\$180	\$ 108.00

**Total Attorney and Paralegal Fee Compensation Requested: \$19,968.00 plus the indicated costs. Blended hourly rate of attorney time only and attorney fees only = \$298.92/hr.**